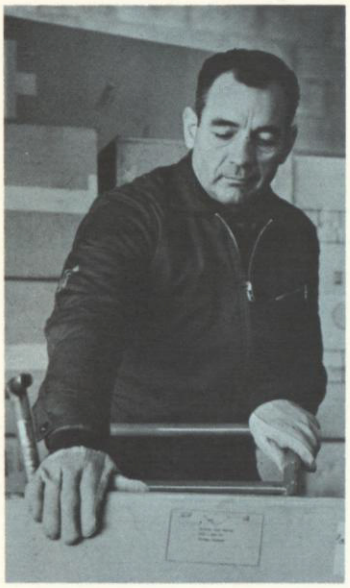

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CORPORATION FILE

1966 Annual Report Manpower Inc.

MANPOWER INC. Now in its nineteenth year, Manpower Inc. continues to be the largest firm in the world providing temporary staff services to business and industry on either an hourly or a contract basis.

OFFICE SERVICES . . . Our employees work in every size office, performing hundreds of different types of work. Testing, careful screening, and special training insures high quality performance. Typical office division services include typing, secretarial, stenographic, machine operation, general office and others.

SALES AND MARKETING SERVICES . . . Salespower provides experienced "support" personnel for client merchandising programs. Information gathering, in-store merchandising and selling and sales promotion are examples of some of the services Salespower performs.

PLANT OR FACTORY SERVICES . . . Industrial firms utilize Manpower's factory, women's industrial, semi-skilled, and general labor services to help meet work overloads and production deadlines.

ENGINEERING AND TECHNICAL SERVICES . . . Technical specialists serve our clients as engineers, draftsmen, architects, technical writers and in numerous other professional and technical classifications.

SPECIALIZED SERVICES . . . Complete data processing and secretarial training programs are offered in Milwaukee, Houston and St. Louis by our business school division, the **Manpower Business Training Institute.**

Individual travel and special programs for industrial groups, associations and employee organizations are arranged through **Travelpower,** our travel agency division.

Manpower Printing Services provides printing and mailing services for clients throughout the Midwest. The **All States Services Division** provides major corporations with both local and over-the-road drivers, generally on a long term basis.

Manpower Inc.

HIGHLIGHTS 1966

year ending June 30, **1966**		1965	per cent change
TOTAL SALES BY COMPANY AND LICENSEES	**$122,068,001**	$93,340,638	+30.8
By company offices	**57,243,022**	44,511,925	+28.6
By licensees	**64,824,979**	48,828,713	+32.8
SALES OF SERVICES AND INCOME FROM LICENSEES*	**61,241,902**	47,347,097	+29.3
Earnings before income taxes	**4,870,579**	3,676,613	+32.4
Net earnings	**2,464,119**	1,981,886†	+24.3
Per share of common stock	**1.39‡**	1.12†‡	
Dividends paid per share of common stock	**.46‡**	.31‡	
NUMBER OF EMPLOYEES			
Permanent staff	**1,058**	850	+24.5
Temporary employees	**270,000**	233,000	+15.9
NUMBER OF OFFICES	**447**	377	+18.5
Company owned	**148**	115	
Licensed	**299**	262	
NUMBER OF CUSTOMERS	**160,000**	140,000	+14.3

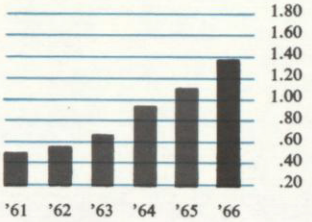
*Represents branch office gross sales and franchise fees.

†Before special item for additional federal income taxes.

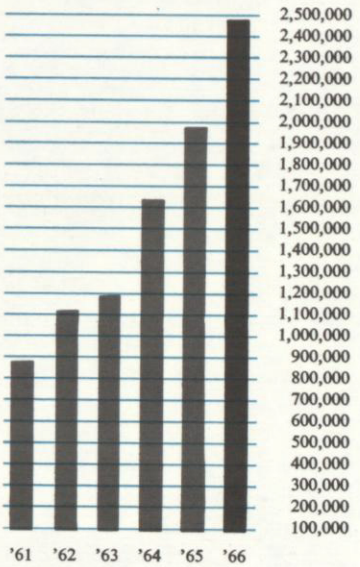
‡Earnings and dividends are stated on the basis of 1,776,468 shares, which includes 355,293 shares issuable as a 25 per cent stock dividend on July 1, 1966.

This report has been prepared for the benefit of shareowners, customers, employees and all others having an interest in the performance of Manpower Inc. It is not prepared in connection with, or to induce, any sale or purchase of securities.

net earnings per share of common stock*



earnings after taxes



*Stated on the basis of 1,776,468 shares which includes 355,293 shares issuable as a 25% stock dividend on July 1, 1966.

TO OUR SHAREOWNERS, CUSTOMERS, EMPLOYEES AND FRIENDS

We hope that you shared our enthusiasm when we exceeded a total sales volume of $100,000,000 for all of our offices during this past fiscal year. In all candor, we had our sights set on this magic figure for quite some time. Happily, we reached this goal before our expectations.

Reaching goals, is similar to climbing mountains. There's always another high peak—another goal to strive for. Be assured that by our having reached the $100,000,000 goal, complacency has not set in. There is now a new determination in our organization to set further targets . . . yes, targets somewhat beyond our reach.

We are pleased to report that the Manpower Inc. concept is assuming greater importance to the business community. As the demand for products and services increase, and as employment figures soar and unemployment declines, there are increasing stresses and strains in every phase of our customer's business life. Manpower becomes a more important factor as we step into industry to help meet its rising demands. Over 160,000 firms that have used Manpower this past year are witness to this fact.

The businessman has come to look upon Manpower as an integral part of his personnel planning. No longer are we furnishing our staff on a "fire-fighting" basis. Industry recognizes the savings that accrue to it through a planned usage of its own staff with Manpower serving as an auxiliary work force.

As the indications in the business community point toward a further profit squeeze in the year ahead, Manpower's controlled overhead plan becomes more meaningful. There is now increasing recognition that it is to industry's best interest to keep its regular work force at a minimum and to supplement its staff for special projects or short term work by using Manpower.

Manpower is unique in that it is the only temporary help service that operates throughout the four corners of the world. Our 45 offices in Europe, 11 in South America, 6 in Australia, 6 in Asia, 3 in West Indies and 2 in Africa are now tied into an important international network with our 356 offices in the United States, 17 in Canada and 1 in Mexico. As the world shrinks further, through the speed of air transportation, an increasing number of businessmen find that their office is no longer in one community but they, in effect, have offices throughout the world.

Manpower is prepared, and is currently servicing business executives who are seeking out new frontiers in the far reaches of the globe. Our "Push Button Global Service" enables the businessman in Des Moines to arrange for his products to be shown by a Manpower representative at the United States exhibit in Bangkok, Thailand. The same executive, by calling his local Manpower office, can arrange to have a secretary waiting for him when he arrives in Brussels, an interpreter in Paris, or a salesman in Lagos, Nigeria. We believe that Manpower's 447 offices will become strategically more important as businessmen reach out for new markets.

On balance, we believe we are prepared to furnish the very best service possible to the business community. While we find it more difficult to employ sufficient personnel to meet the needs of our customers, we fortunately are in a labor market that is quite unique. Our search is not for the person who wants a permanent job. We are interested only in employing those who are seeking temporary or part-time work. We are now bringing many men and women into the work force who wish to work days or hours that are

convenient to them and to their families. They constitute what remains a largely untapped market.

Our growth quite clearly could not have taken place without the expansion of our home office and field management executive force. We have added a number of highly qualified people to give us expanded capacity as well as breadth of vision and experience. We believe we have an executive group well equipped and motivated to help us to reach the new goals that we have set for ourselves.

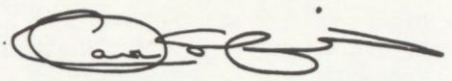
Our franchise program continues to be an important segment of our development growth. The opportunity for growth and profitable expansion through the mutual efforts of our licensees and the company has been clearly proven. Our branch offices continue to grow solidly and profitably. We have added a number of satellite offices in major cities thus giving complete coverage in the metropolitan areas in which we operate.

What of the future? Where will our expansion come from?

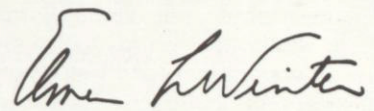
In 1961 we set as our goal 440 offices by 1966. Being on target gives us courage to predict that by 1975 we will have 1000 offices throughout the world. We believe that our experience demonstrates that we are far from reaching any saturation point in our older offices and that there are substantial growth opportunities beyond our initial expectations in smaller communities. Further, we expect our current group of cities to continue to show increases in the years ahead.

We have been actively reviewing acquisition prospects in the service field. We have every expectation that, via acquisitions during the coming year, we will add substantially to our stable of services. We plan to truly be a complete business service, offering a supermarket of services to the business community. We look to the future with considerable confidence and optimism. We have the people, a myriad of offices and a concept that we believe will expand and grow. There will be no "sitting on our accomplishments" as we push forward to new horizons, through the use of our imagination, energy and drive. This we are prepared to do . . . this we will do.

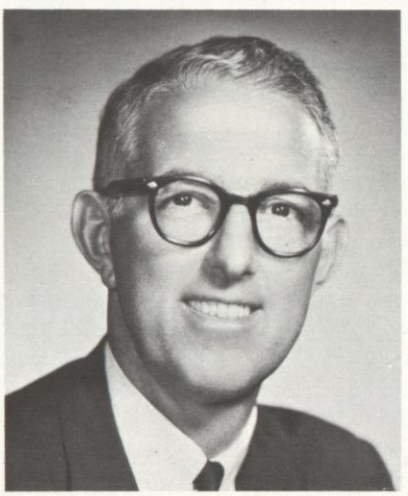
Thank you for your cooperation, suggestions and understanding.



AARON SCHEINFELD,
Chairman of the Board



ELMER L. WINTER,
President



A year of growth and progress

Throughout the six continent Manpower network of offices, the past year was one of record breaking performance.

We operated more offices, served more customers, employed more people and offered more services than in any previous year in our history.

When Fortune magazine published its annual directory of national business firms, we were pleased to note that Manpower served 499 of the leading 500 companies in the United States.

Dymo International booth *at the International trade fair in Hong Kong staffed by Manpower employees.*

Our employees provided over 62,000,000 man-hours of service to our customers during the year. That represents enough man-hours of service to perform every job in the United States for a five hour period. The combined man-hours of services provided in every temporary help firm in the U.S. would be sufficient to handle every job in the country for two days. The temporary help industry, and Manpower, have a significant role in the national labor market.

A global concept of service

In a year of expansion in many areas, none received more attention than the international field.

During the year, Manpower pioneered a new concept of temporary help with the launching of our "Push Button Global Business Service." It was our conviction that many companies throughout the world wanted to sell their goods and services in other parts of the world, but hesitated because they did not have the experienced staff or facilities to send their personnel abroad to do the required research and selling. As a result, many foreign expansion plans were shelved.

Our Push Button Global Business Service concept makes it possible for companies to do business throughout the world, using the Manpower office as the contact point, to arrange for staff and facilities whenever and wherever they are needed. Any business firm in any city in the world can arrange, through Manpower, for any service in almost any other city in the world.

For example, a rapidly expanding international manufacturer recently needed staff for their exhibit at the international trade show in Hong Kong. The Illinois Trade Mission needed secretarial services on their visit through the Far East. An international distributor of earth moving equipment required office space and staff services for their regional manager in Brussels. The representative of a Swiss watch manufacturer wanted a secretary in Lima, Peru.

Illinois Governor Otto Kerner *instructs Hong Kong Manpower secretary on her duties for the Illinois Trade Mission during their trip there.*

In each case, arrangements for the service at the distant point were made through the local Manpower office. Situations similar to this are the rule, rather than the exception in Manpower offices throughout the world.

Bilingual secretaries, transcriptionists, market researchers, product demonstrators, convention workers are in increasing demand as our Push Button Global Business Service spreads throughout the world.

This ability to serve internationally points to one of Manpower's strengths. We were the first on the international scene and were able to establish ourselves well in advance of the international boom. We are growing with the countries in which we operate.

A number of moves in our international division pointed up our determination to gain still wider representation in the world's primary markets. Manpower gained representation in 5 countries with the opening of 13 additional international offices.

Our greatest expansion was in the Far East where offices were opened in Taiwan, the Philippines, Thailand and Singapore, bringing the total in this area to 12.

Salespower assignments *in Paris, France are coordinated on the spot in order to assure maximum effectiveness for their client.*

We currently have six Australian offices and projections for the next three years call for expansion in Australia, as well as the opening of new offices in New Zealand, New Guinea and Tasmania. In order to help meet the demand for skilled labor, we operate three Australian training schools, with new schools planned for the remaining cities in the current fiscal year.

Our two offices in Africa will be supplemented with additional offices in other key markets. We feel that this continent offers good potential, particularly as the newer nations begin to expand their industrial capacity.

In South America, we launched a special skill development training program which we anticipate will become the forerunner of a series of training facilities throughout the continent. Our offices are growing, plans are moving forward to add new offices in the remaining major markets, and we are introducing new services on a carefully programmed basis.

To emphasize our interest in expansion in the international market, Manpower initiated programs to franchise offices in every major city in France. A similar program is underway in the United Kingdom.

Filling the demand for more employees

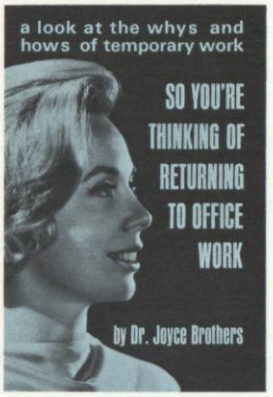
On August 15, more than 350 ads appeared in papers across the United States and Canada announcing that women interested in returning to work on a part-time or temporary basis could write to Manpower for a booklet authored by the internationally known and respected psychologist, Dr. Joyce Brothers.

On August 16, coupons started rolling in, and Manpower was officially launched on the most far-reaching program in its history to increase the number of married women in the work force.

Retaining Dr. Joyce Brothers as the consulting psychologist to Manpower Inc. is only one of the many steps we are taking to insure that we will always be able to meet the rising demand for skilled office workers.

Our market research indicates that a great number of currently non-working women would work on a temporary basis if only the correct stimulation were found to motivate them to return to work.

It is with this objective in mind that the Dr. Brothers program was launched. We are pleased with the success that it is already showing.



The Dr. Joyce Brothers booklet *received favorable reaction from the day of its introduction.*

Brush-up training

Throughout the Manpower network, *brush-up training is important as we face an increasing demand for our services. Pictured here are an instructor and student in a training class in Mexico City.*

Our greatest potential for new employees exists with the woman who has temporarily retired from the work force to rear her children. However, once they are in school, her drive and ambition motivates her interest in returning to work. Because of the time lapse, this woman generally is concerned that her skill level may have dropped during her unemployment.

In the past year, we initiated a program to re-train women with office skills interested in returning to work.

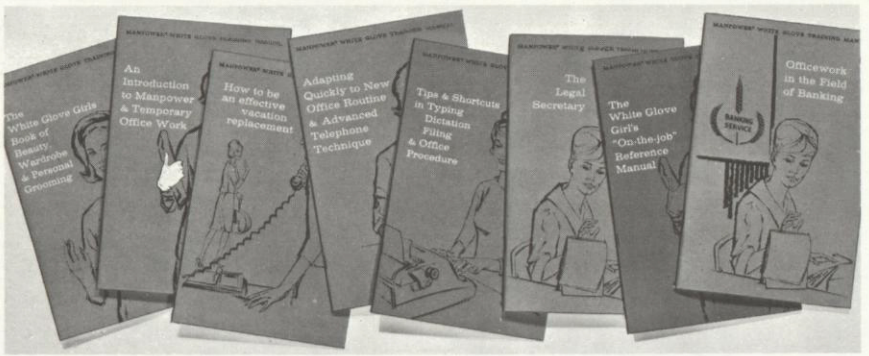
The results from our New York, Columbus, Ohio and Indianapolis offices, where the program was tested initially, were most encouraging. The program will be operating throughout the country this year in cities where Manpower offices are experiencing the greatest demand for temporary office help.

Nationwide, the actual classroom training sessions are supplemented by a series of booklets developed exclusively for Manpower. These booklets are in-depth reports on specific fields, such as insurance, banking and the legal area. With the use of these manuals, the employees we assign to companies

in these industries have the capacity to step in and understand both the over-all operation and the functions of the various departments.

Needless to say, the reception of this program by industry has been most enthusiastic. A number of companies have requested copies of our training manuals for distribution to their employees.

Extensive research projects are being conducted continually in the area of employee recruiting and retention, and we are developing additional information which will guide us in the years ahead.


The White Glove Girls Book of Beauty, Wardrobe & Personal Grooming
An Introduction to Manpower & Temporary Office Work
How to be an effective vacation replacement
Adapting Quickly to New Office Routine & Advanced Telephone Technique
Tips & Shortcuts in Typing Dictation Filing & Office Procedure
The Legal Secretary
The White Glove Girl's "On-the-job" Reference Manual
Officework in the Field of Banking
BANKING SERVICE

To assist *in its training efforts, Manpower developed a special series of training manuals for use by all office division employees.*

Industrial and technical sales grow

The short supply of permanent personnel is producing an increased business volume for our industrial division, particularly in the areas of our semi-skilled, women's factory and technical services.

Over 900 of our temporary employees participated in an inventory program for a national automotive chain which involved 62 stores in 20 states. Another 100 of our Cleveland employees moved a company to its new headquarters offices in a suburban area. Transferring tons of freshly caught tuna from fishing boats to the cold storage plant is all part of a day's work for Manpower employees in Honolulu. In Tacoma, Washington, we recently inventoried items worth $300,000 for a local variety store.

Our women's factory division shows a good increase. We are placing heavy emphasis on this division because of increasing customer demand for this service, coupled with a more readily available labor supply.

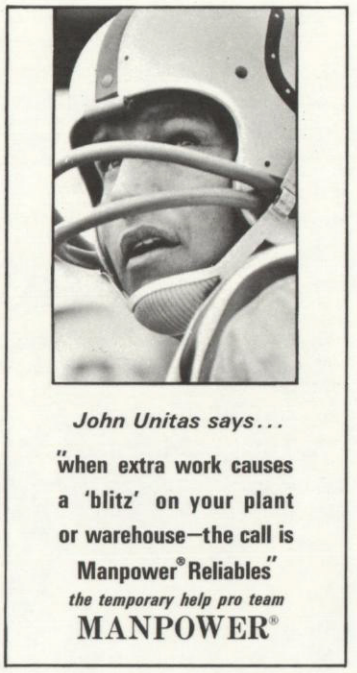
In the technical area, we have established a program of national recruiting, coordinated with a nationally centralized résumé file, in order to provide clients throughout the world with our technical specialists, carefully screened to fill their specific need. For the years from 1965 through 1970, the U.S. Department of Labor predicts that the technical field will experience the most rapid growth of all occupational categories, growing at a rate twice that for employment generally.

We have added to our technical sales and service staff, both in the home office and in the field, and will be launching programs

that will insure Manpower's participation in the growth envisioned for the technical field.

The current advertising program of our industrial division may be of interest.

In August, 1965, pro football quarterbacks John Unitas, Baltimore Colts, Bart Starr, Green Bay Packers and Ken Ploen, Winnipeg Blue Bombers, joined the Manpower team and appeared in both business getting and recruiting oriented advertising. In addition, they authored a booklet designed to interpret seven key plays as seen from the eyes of the quarterback. This booklet, the only one of its kind, was mailed to Manpower prospects and customers. This campaign, which will be in use throughout the football season, has produced an enthusiastic response among our industrial division prospects and customers.


John Unitas says...
"when extra work causes a 'blitz' on your plant or warehouse—the call is Manpower® Reliables"
the temporary help pro team
MANPOWER®

One of the newspaper ads *used throughout the country to introduce the Fall Football campaign to prospects and customers.*

Salespower expands its operations

The Salespower division intensified its activity with headquarters offices of national and international firms, resulting in an increased number of nationally coordinated programs.

The efficient scheduling and administering of these highly complex programs for client firms has been accomplished through the opening of strategically located regional sales offices in major marketing areas. Additional cities will be included in this regional office network in the year ahead.

The range and depth of Salespower services can best be shown through some examples of work performed during the past year. To introduce 1966 model cars in Boston, Salespower models rode cars driven by Salespower drivers in a special parade through the city. More than one thousand attractive young Salespower product specialists gave away cigarettes in 3524 stores across the country to introduce a new brand. This program has now been expanded to include 150 different cities, and distribution of over ten million gift packages of cigarettes during a four week period.

In April, 1966, Salespower acquired Selling Research through a cash purchase. Selling Research was founded in 1946 and is engaged in consumer sales research at the retail level, generally in the drug, food and appliance industries.

Costumes gain attention *and attract customers to Salespower demonstrators.*

Salespower's international network is making possible the expansion of these new services to many additional domestic and international clients. Selling Research also broadens Salespower's present range of auxiliary marketing services.

The outlook for future Salespower activity is quite optimistic. Salespower hopes to share in the marketing of many of the 10,000 new products of American industry scheduled for introduction in 1966. Each will require extensive and scientific research, market testing, plus merchandising programs to accomplish maximum saturation in minimum time. Salespower has anticipated this trend and is growing as a result of its ability to offer these vitally needed services.

Training is vital *to Salespower performance, and a group of employees are trained by the president of the client firm, prior to beginning their assignments.*

A broader range of services

All Bantam Book *souvenir editions of "Hawaii" carry a promotional piece for Travelpower's Hawaii tour.*

Students *at the Manpower Business Training Institute find their skills eagerly sought by industry.*

In January, 1965, the corporation branched into the newsletter field with the acquisition of Industrial Relations News, a publication serving the interests of personnel management. This gives us added strength in the industrial relations area, in addition to offering a diversification opportunity into another area of business services.

The Travelpower division, in conjunction with United Artists, and the Mirisch Corporation, has contracted for the exclusive right to package and promote tours based on the movie *Hawaii*. These James Michner tours of Hawaii will take people to places featured in the book and movie. As a part of this program, Travelpower has appointed travel agents throughout the country to represent them and to handle the sale of the tour program in their areas.

A significant expansion of the over-the-road truck driving services offered by our All States Services division took place in the past year and is expected to continue during the coming year.

The Manpower Business Training Institute division experienced the largest enrollment in its history. In many classes 100% of the graduates had made definite commitments for permanent employment before graduation.

Youthpower Inc.

When Youthpower Inc. closed its doors at the end of August, 1966 in nine Manpower cities across North America, more than 5,500 summer jobs had been filled and 450 young volunteers had given a total of over 22,000 hours of time to staff the Youthpower offices.

Youthpower is a program to find summer jobs for young people, operated as a public service by Manpower, and staffed and administered by the young people themselves. There is no charge for the services, but, rather, Youthpower acts as a clearing house, matching job applicant with job opening on a referral basis.

In addition to finding summer jobs for young people, Youthpower attempts to show that jobs are available, if only young people will prepare themselves for the opportunities. To this end, Youthpower conducted training clinics in baby-sitting, hostess-helping, sales, lawn care, party planning, painting, service station work, and "how to succeed in business."

Youthpower *assignments can be fun, particularly when you get a chance to play clown at a shopping center.*

Youthpower applicants *not only had an opportunity to learn how to paint, but actually got a chance to paint the walls at the Youthpower training clinic.*

Outstanding cooperation was given by local civic, government and business leaders in each of the cities operating a Youthpower office. Mayors declared "Youthpower Week" in a number of cities. Radio stations donated public service time to sponsor "job-a-thons" which produced a great number of job orders. Newspapers ran commendatory editorials. All media gave enthusiastic support. Business and community leaders served on Youthpower Advisory Boards, lending their knowledge and support to move the program forward.

Cities with Youthpower offices this past summer included: Chicago (2 offices), Bir-

Chicago's job-a-thon *on WCFL brought in 170 jobs within a period of two hours and 300 more during the next several days.*

Milwaukee Mayor *Henry W. Maier signs the proclamation officially proclaiming Youthpower Week.*

mingham, Ala., Ann Arbor, Mich., Fort Worth, Texas, Oshkosh, Wisc., Racine, Wisc., Milwaukee, Wisc., and Toronto and Montreal, Canada.

Our plans are for a 15 to 20 city operation during the summer of 1967.

For our activities in this area, Manpower Inc. was again presented with a special certificate from President Lyndon B. Johnson, and a citation for community service from the Lane Bryant Foundation. The READER'S DIGEST featured Youthpower Inc. in the June, 1966 issue.

Communicating the concept

During 1965-66, Manpower advertising appeared in over 180,000,000 issues of national news, business and trade magazines read regularly by Manpower prospects and customers. In the course of the year more than 300 different ads were placed in 45 different magazines.

In addition, 8,000,000 pieces of direct mail were sent to prospects and customers during the year, supplemented by over 2,000,000 personal and telephone sales and service calls.

During 1965-66, national trade, consumer and news media reporting the Manpower Inc. story, included READER'S DIGEST, UNITED PRESS INTERNATIONAL, ASSOCIATED PRESS, THE NATIONAL OBSERVER, SEVENTEEN, THE WALL STREET JOURNAL, and numerous local radio, television and news media.

For the sixth consecutive year, the Manpower Inc. Annual Report was honored with a merit award from FINANCIAL WORLD magazine.

A strong permanent and temporary staff

The 1965 Annual Report reported the creation of eleven new major management positions and an extensive restructuring of our corporate organization. During 1966 we continued to implement this restructing with the addition of executive staff members in the positions of vice president-operations, director of technical services division and director of systems and assistant to the vice president-finance and controller.

These past changes and those contemplated for the future, will help to insure that our management organization keeps pace with our anticipated future growth.

At 82, *Marie Schmidt is one of the liveliest White Glove Girls in our New York City office. She started to work for us when she was 79.*

It is our objective to provide our headquarters, regional and branch office employees with the working conditions and opportunities that will enable them to develop to their maximum level of accomplishment. As our business expands and develops, there is an increasing need for highly competent management personnel, and it is our plan to promote to new positions as many people from within as possible.

Manpower's *office specialists ready for work.*

One of our major efforts is to maintain and improve that high quality of service vital to the continuing success of our business. The personnel department initiated a completely revised testing program for temporary employees which will enable us to more effectively appraise skill and attitude levels during the interviewing processes.

President Winter *presents white gloves to Linda and Charles Leroux, a young writing team who traveled around the world, working for Manpower offices, and writing articles for the world press on their journey.*

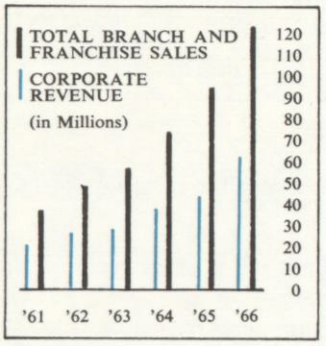
Financial notes

Corporate revenue for the year rose to $61,241,902, a 29.3 per cent increase over the $47,347,097 posted for the previous fiscal year.

Net earnings climbed 24.3 per cent to $2,464,119, up from $1,981,886 for the previous fiscal year.

The combined sales results of the firm's branch and franchise offices totaled $122,068,001, a record high. This represents a 30.8 per cent increase over the $93,340,638 reported for the previous fiscal year.

We report as corporate revenue only the sales of our branch offices and the franchise fees that we receive from our licensees. Since our licensees operate as individually owned companies, we cannot for financial purposes report their sales as a part of our corporate revenue. However, to gain a clearer picture of over-all performance, it is important to note combined sales of all Manpower offices, as the branch and franchise office sales figures together report the total volume of all Manpower offices throughout the world.



A 25 per cent stock dividend became effective July 1, 1966, increasing the number of shares outstanding from 1,421,175 to 1,776,468. The dividend rate per share was held at 60¢ per share on the increased number of shares effecting a 25% dividend increase. Stated on the new basis, the year end net earnings would be equivalent to $1.39 per share, compared to $1.12 for the previous fiscal year.

A total of $2,406,460 was paid or accrued for income taxes during the fiscal year ended June 30, 1966. This effective tax rate, for the parent company and subsidiaries, combined was 49.4%.

Income taxes were equal to $1.35 per share of common stock, based on 1,776,468 shares.

The following pages of financial results detail the fiscal year ended June 30, 1966.

Accountants report

Board of Directors, Manpower, Inc., Milwaukee, Wisconsin

We have examined the consolidated balance sheet of Manpower, Inc. and subsidiaries as of June 30, 1966, and the related statements of consolidated earnings and retained earnings for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances. We previously made a similar examination for the year ended June 30, 1965.

In our opinion, the accompanying balance sheet and statements of earnings and retained earnings present fairly the consolidated financial position of Manpower, Inc. and subsidiaries at June 30, 1966, and the consolidated results of their operations for the year then ended, in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Ernst & Ernst

ERNST & ERNST

Milwaukee, Wisconsin August 12, 1966

CONSOLIDATED BALANCE SHEET–MANPOWER, INC. AND SUBSIDIARIES

Assets

	June 30, 1966	1965
CURRENT ASSETS		
Cash	**$ 731,990**	$ 1,758,152
Marketable securities and short-term investments—at cost, plus accrued interest (approximately market)	**2,627,918**	1,808,395
Trade receivables	**9,223,665**	6,662,036
Less allowances	**161,000***	130,000*
Prepaid supplies, insurance, and expense	**466,279**	327,857
TOTAL CURRENT ASSETS	**$12,888,852**	$10,426,440
OTHER ASSETS		
Deposits and sundry accounts	**352,295**	187,302
PROPERTY, PLANT, AND EQUIPMENT—on the basis of cost		
Land	**$ 56,294**	$ 56,294
Buildings and improvements	**111,918**	102,530
Equipment	**2,175,948**	1,538,971
Less allowances for depreciation	**648,782***	515,556*
Leasehold improvements, less amortization	**751,977**	441,502
TOTAL PROPERTY, PLANT, AND EQUIPMENT	**$ 2,447,355**	$ 1,623,741
INTANGIBLES ARISING FROM ACQUISITIONS OF SUBSIDIARIES—less amortization	**503,977**	429,896
	$16,192,479	$12,667,379

Liabilities

CURRENT LIABILITIES		
Notes payable	**$ 543,352**	$ 24,203
Trade payables	**2,188,868**	1,781,363
Salaries, wages, commissions, and bonuses	**1,853,611**	993,354
Sundry	**137,376**	145,794
Taxes, other than income taxes	**1,184,443**	1,389,075
Domestic and foreign income taxes	**1,662,787**	1,247,633
TOTAL CURRENT LIABILITIES	**$ 7,570,437**	$ 5,581,422
STOCKHOLDERS' EQUITY—Notes B and C		
Common Stock—$.66⅔— par value:		
Authorized—2,500,000 shares: Issued—1966—1,421,175 shares (including shares in treasury); 1965—1,136,940 shares	**$ 947,450**	$ 757,960
To be issued as a stock dividend July 1—1966—355,293 shares; 1965—284,235 shares	**236,862**	189,490
	$ 1,184,312	$ 947,450
Additional paid-in capital	**277,937**	277,937
Retained earnings	**7,278,027**	5,860,570
	$ 8,740,276	$ 7,085,957
Less cost of 4,443 shares in treasury	**118,234***	
TOTAL STOCKHOLDERS' EQUITY	**$ 8,622,042**	$ 7,085,957
	$16,192,479	$12,667,379

*Indicates deduction.
See notes to consolidated financial statements.

STATEMENT OF CONSOLIDATED EARNINGS

	Year ended June 30, 1966	1965
INCOME		
Principally from sales of services and income from licensees	**$61,241,902**	$47,347,097
COSTS AND EXPENSES		
Cost of services sold—principally labor, payroll taxes, and workmen's compensation insurance	**$42,786,692**	$34,124,252
Administrative, general, and branch expenses	**13,219,645**	9,284,402
Provision for depreciation and amortization	**364,986**	261,830
	$56,371,323	$43,670,484
EARNINGS BEFORE INCOME TAXES	**$ 4,870,579**	$ 3,676,613
INCOME TAXES		
Federal	**$ 1,827,390**	$ 1,315,945
State and foreign	**579,070**	378,782
	$ 2,406,460	$ 1,694,727
NET EARNINGS	**$ 2,464,119**	$ 1,981,886
SPECIAL ITEM—charge resulting from settlement of federal income taxes for prior years		60,005
NET EARNINGS LESS SPECIAL ITEM	**$ 2,464,119**	$ 1,921,881

STATEMENT OF CONSOLIDATED RETAINED EARNINGS

Balance at beginning of year	**$ 5,860,570**	$ 4,537,478
Add net earnings less special item for the year	**2,464,119**	1,921,881
	$ 8,324,689	$ 6,459,359
Deduct—Note B:		
Cash dividends declared	**$ 809,800**	$ 409,298
Transfer to Common Stock account in connection with 5-for-4 stock split	**236,862**	189,491
	$ 1,046,662	$ 598,789
BALANCE AT END OF YEAR	**$ 7,278,027**	$ 5,860,570

See notes to consolidated financial statements.

NOTES To Consolidated Financial Statements
Manpower, Inc. and Subsidiaries—June 30, 1966

NOTE A—PRINCIPLES OF CONSOLIDATION—The consolidated financial statements include the accounts of the Corporation and all subsidiaries, after elimination of intercompany accounts and transactions. After translation of foreign currencies into U.S. dollar equivalents and elimination of intercompany accounts, the following amounts for foreign subsidiaries are included in the consolidated balance sheet.

	1966	1965		**1966**	1965
Current assets	**$2,404,390**	$1,355,922	Total assets	**$3,709,610**	$1,939,033
Current liabilities	**$2,284,917**	965,220	Net assets	**1,424,693**	973,813

NOTE B—STOCKHOLDERS' EQUITY—Effective October 28, 1965, the authorized Common Stock of the Corporation was increased from 1,500,000 to 2,500,000 shares.

Dividends per share declared and paid, based on shares issued and outstanding at the end of each year:

	Declared	**Paid**		**Declared**	**Paid**
June 30, 1965	$.36	$.48	June 30, 1966	$.57	$.57

On April 21, 1966, the Board of Directors authorized a five-for-four stock split, effected in the form of a stock dividend, distributable July 1, 1966, to stockholders of record June 10, 1966. In connection therewith, retained earnings of $236,862 was transferred to Common Stock, representing the aggregate par value of the 355,293 shares issuable as of July 1, 1966.

NOTE C—STOCK OPTIONS—In October 1965, the stockholders approved a stock option plan authorizing the granting of options to officers and other key employees to purchase 25,000 shares of the Corporation's common stock at not less than 100% of the fair market value of the stock on the date the options are granted. All options must be exercised within a period of five years from the date granted and are exercisable commencing with the first anniversary date. Options for the purchase of 21,000 shares at a price ranging from $26.40 to $30.50 a share were granted during the year ended June 30, 1966. None of the options granted were exercisable at June 30, 1966. 25,000 shares of Common Stock (unissued or treasury) were reserved at June 30, 1966.

The number of shares and prices per share under the stock option plan have been restated to reflect the five-for-four stock split effective July 1, 1966.

NOTE D—CONTINGENT LIABILITIES AND COMMITMENTS—Contingent liabilities arising from the guarantee of loans and other items aggregated approximately $222,000 at June 30, 1966.

At June 30, 1966, the Corporation and subsidiaries were lessees of premises under leases which, except for one expiring in 1978, expire at various dates prior to January 31, 1972. For fiscal 1966, lease rentals totaled $570,263.

A Ten Year Statistical Summary

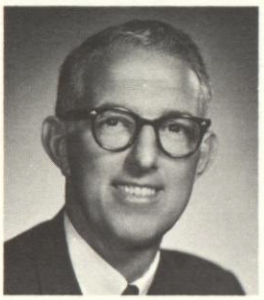
INCOME	1966	1965	1964	1963	1962	1961	1960	1959	1958	1957
Sales of services by Manpower Inc. and combined subsidiaries and income from licensees	**$61,241,902**	$47,347,097	$37,129,109	$28,919,331	$25,397,914	$20,860,095	$20,394,773	$14,947,904	$11,872,379	$12,422,578
COSTS AND EXPENSES										
Cost of services sold—labor, payroll taxes and workmen's compensation insurance	**42,786,692**	34,124,252	26,839,038	20,690,037	18,167,868	14,991,724	14,776,722	10,874,445	8,653,869	9,271,969
Administrative, general, and branch expenses	**13,219,645**	9,284,402	6,844,439	5,708,627	5,091,998	4,167,251	4,264,160	2,974,879	2,511,195	2,492,881
Provision for depreciation and amortization	**364,986**	261,830	218,462	196,321	133,521	78,416	46,152	34,815	32,097	29,821
	56,371,323	43,670,484	33,901,939	26,594,985	23,393,387	19,237,391	19,087,034	13,884,139	11,197,161	11,794,671
EARNINGS BEFORE INCOME TAXES	**4,870,579**	3,676,613	3,227,170	2,324,346	2,004,527	1,622,704	1,307,739	1,063,765	675,218	627,907
INCOME TAXES										
Federal, British, Canadian, and French	**2,273,730**	1,555,604	1,454,562	1,071,718	912,603	717,711	528,769	429,970	271,653	283,713
State and Other	**132,730**	139,123	105,219	92,767	68,435	56,272	57,313	32,869	17,015	15,856
	2,406,460	1,694,727	1,559,781	1,164,485	981,038	773,983	586,082	462,839	288,668	299,569
NET EARNINGS	**$ 2,464,119**	$ 1,981,886*	$ 1,667,389*	$ 1,159,861	$ 1,023,489	$ 848,721	$ 721,657	$ 600,926	$ 386,550	$ 328,338
PER SHARE OF COMMON STOCK**										
Net Earnings	**1.39**	1.12*	.94*	.65	.58	.48	.41	.34	.22	.18
Dividends paid	**.46**	.31	.24	.19	.16	.14	.10	.07	.02	.01

*Net earnings before special item charge resulting from settlement of federal income taxes for prior years.

**Net earnings and dividends per share are stated on the basis of 1,776,468 shares.

Officers

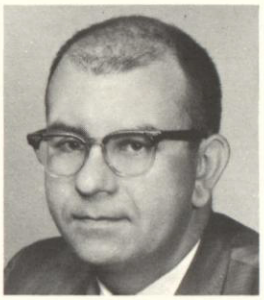
AARON SCHEINFELD
Chairman of the Board



ELMER L. WINTER
President

JOHN H. FRANK
Executive Vice President, Administration

JAMES D. SCHEINFELD
Executive Vice President, Operations



MILTON BERLAND
Vice President & Controller

THOMAS L. BOYLE
Vice President, Operations

WILLIAM J. GALLAGHER
Vice President, Industrial Division

R. G. KRAUTHOEFER
Vice President, National Accounts

PAUL LANGA
Vice President, Personnel

LOUIS E. SIDMAN
Vice President, Salespower

WILLIAM BIRACREE
Assistant Vice President, Marketing Services

WILLIAM J. COKE
Assistant Vice President, Office Division

RICHARD COOK
Assistant Vice President, Travelpower Division

EUGENE HUEBNER
Assistant Vice President, Manpower Printing Services

DARYL MOTTE
Assistant Vice President, Franchise

ROBERT MOWERS
Assistant Vice President, Manpower Business Training Institute

and Directors

AARON SCHEINFELD
Chairman of the Board
Manpower Inc.
Chicago, Illinois

ELMER L. WINTER
President
Manpower Inc.
Milwaukee, Wisconsin

EDMUND FITZGERALD
Trustee
Northwestern Mutual Life Insurance Co.
Milwaukee, Wisconsin

EDWIN A. LOCKE, JR.
President
Modern Homes Construction Co.
Valdosta, Georgia

VERNON D. PATTERSON
President
Automation Institute of America, Inc.
San Francisco, California

JAMES D. SCHEINFELD
Executive Vice President, Operations,
Manpower Inc.
Milwaukee, Wisconsin

SYLVIA SCHEINFELD
Highland Park, Illinois

MILTON COHEN
Partner
Schiff, Hardin, Waite & Dorschel
Chicago, Illinois

JACK A. WINTER
President
Jack Winter, Inc.
Milwaukee, Wisconsin

NANNETTE R. WINTER
Milwaukee, Wisconsin

NOTICE OF ANNUAL MEETING—The annual meeting of stockholders of the Company will be held at 10:00 a.m. on October 25, 1966 at the headquarters offices of the Company, 820 N. Plankinton Avenue, Milwaukee, Wisconsin.

Manpower Inc. 820 NORTH PLANKINTON AVENUE • MILWAUKEE, WISCONSIN 53201